

EXHIBIT D

ORIGINAL

FILED

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

2001 MAY 22 PM 4: 0

In re:

PSA, Inc.,
a Delaware corporation, and affiliates,

Debtors.

) Chapter 11
)
) Case No. 00-3570
) (Jointly Administered
) Case Nos. 00-3570(JCA)
) through 00-3572(JCA)
) and 00-3718(JCA)
) through 00-3725(JCA))
)

CLERK
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

FIRST AMENDMENT TO DEBTOR'S SCHEDULES A-G


NOW COMES ETS Payphones, Inc., Debtor herein, and files this First Amendment to its Schedules A-G showing the Court as follows:

ETS Payphones, Inc. filed its Schedules on October 31, 2000.

2

ETS Payphones, Inc. now amends its Schedules A-G by restating them in their entirety.

Dated May 22, 2001.


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-AND-

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VERIFICATION

I, Micheal McClellan, the Vice President and Controller of the Debtor herein, declare under penalty of perjury, that the foregoing First Amendment to Debtor's Schedules A-G is true and correct to the best of my knowledge and belief.

Dated: May 2001

A handwritten signature in black ink, appearing to read 'Michael McClellan', written over a horizontal line.

Michael McClellan
Vice President and Controller

**United States Bankruptcy Court
District of Delaware**

In re **ETS Payphones, Inc.**
58-2131736

Case No. **00-3571**
Chapter **11**

SUMMARY OF SCHEDULES

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 630,046.39		
B - Personal Property	YES	3	\$ 66,680,775.14		
C - Property Claimed As Exempt	NO	1			
D - Creditors Holding Secured Claims	YES	6		\$ 886,754.99	
E - Creditors Holding Unsecured, Priority Claims	YES	17		\$ 841,267.27	
F - Creditors Holding Unsecured Nonpriority Claims	YES	131		\$ 18,596,693.60	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	YES	0			\$ 0.00
J - Current Expenditures of Individual Debtor(s)	YES	1			\$ 0.00
Total Number of sheets in ALL Schedules >		162			
Total Assets >			\$ 67,310,821.53		
Total Liabilities >				\$ 20,324,715.86*	

*This includes contingent liability of \$4,034,520.00 representing an estimated \$7,000.00 per phone associated with the agreements between the Debtor and investors.

In re: **ETS Payphones, Inc.**
58-2131736

Case No. **00-3571**

SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Leaseholder improvements for property located at: 1490 Westfork Drive, Ste. G Lithia Springs, GA 30122	Leasehold		\$ 630,046.39	\$ 0.00
Total			\$ 630,046.39	

In re ETS Payphones, Inc.
58-2131736

Case No. 00-3571

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand		Undeposited Coin		900,000.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		See Attached Exhibit B-2		1,455,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Attached List Exhibit B-3		107,181.60
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.		Miscellaneous Office Artwork		1,000.00
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.		See attached list Exhibit B-12		Unk.
13. Interests in partnerships or joint ventures. Itemize.		City Public		36,253.75
		Invest - Payphone		166,000.00

ETS Payphones, Inc.
58-2131736

Case No. 00-3571

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
13. Interests in partnerships or joint ventures. Itemize.		Payphone Management		238,738.00
		Payphones of the Americas LLC , NYC Telephone Co., Inc. 25%		6,000,000.00
		S&R Telecommunications		418,931.58
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		See attached Exhibit B-15		9,164,757.41
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.		Federal income tax refund - 1999		276,550.00
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		EUCL Litiagation Estimated at \$29,000.00 and Claims Against Former Officers and Directors Estimated over \$10,000,000.00		Unk.
		See Attached List Exhibit B-22		0.00
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles.		See Attached List Exhibit B-23		1,877,304.59
24. Boats, motors, and accessories.	X			

In re ETS Payphones, Inc.
58-2131736

Case No. 00-3571

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Computers, desks, office furniture and related items located at corporate headquarters and 28 regional offices, software		479,946.00
27. Machinery, fixtures, equipment and supplies used in business.				130,312.84
		Installed Pay Telephones See attached Exhibit B-27		43,128,000.00
		NOTE: After review of the agreements, it is the Debtor's conclusion that the Debtor owns the phones.		
28. Inventory.		See attached Exhibit B-28		2,300,799.37
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed. Itemize.	X			
Total >				\$66,680,775.14